
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934



PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut
(State of incorporation or organization)

06-0854886
(I.R.S. Employer Identification No.)

15 Secor Road
Brookfield, CT
(Address of principal executive offices)

06804
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Series A Preferred Stock

Name of each exchange on which
each class is to be registered
NASDAQ Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A
(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

On September 12, 2019, the Board of Directors of Photronics, Inc. (the "Company") declared a dividend of one Preferred Stock purchase right (a "Right"), payable on or about October 1, 2019, for each share of common stock, par value \$0.01 per share, of the Company outstanding on September 30, 2019 (the "Record Date") to the stockholders of record on that date. In connection with the distribution of the Rights, the Company entered into a Section 382 Rights Agreement (the "Rights Agreement"), dated as of September 23, 2019, between the Company and Computershare Trust Company, N.A., a federally chartered trust company, as rights agent.

Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Preferred Stock, par value \$0.01 per share, of the Company (the "Preferred Stocks") at a price of \$33.63 per one one-thousandth of a Preferred Stock represented by a Right, subject to adjustment.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, which is incorporated herein by reference. The description of the Rights is incorporated herein by reference to the description set forth under Items 1.01 and 5.03 of the Company's Current Report on Form 8-K filed on September 24, 2019 and is qualified in its entirety by reference to the full text of the Rights Agreement.

Item 2. Exhibits.

Exhibit No. Description of Exhibit

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|------|---|
| 3.1 | Certificate of Amendment with respect to Series A Preferred Stock of Photronics, Inc., as filed with the Secretary of State of the State of Connecticut on September 24, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 24, 2019). |
| 4.1 | Section 382 Rights Agreement, dated as of September 23, 2019, between Photronics, Inc. and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 24, 2019). |
| 99.1 | Press Release dated September 24, 2019 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 24, 2019). |
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Photronics, Inc.

By: /s/ Richelle E. Burr

Name: Richelle E. Burr

Title: Vice President, General Counsel and Secretary

Date: September 24, 2019
